

RECORDATION NO. 25234-B FILED

OCT 04 '04 2-30 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

October 4, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: FirstMerit Leasing Company  
106 South Main Street  
Akron, Ohio 44308

Lessee: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Mr. Vernon A. Williams  
October 4, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

8 boxcars: BAEX 185, 189, 193 – 195, 199, 201 and 202.

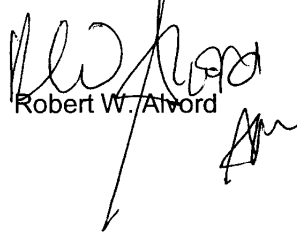
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

  
Robert W. Alvord

RWA/anm  
Enclosures

OCT 04 '04 2-30 PM

SURFACE TRANSPORTATION BOARD

**THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT** is made and entered into as of **September 1, 2004** by and between **FirstMerit Leasing Company**, a(n) Ohio Corporation ("Lessor") and **The Andersons, Inc.** a (n) Ohio Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Equipment Lease Agreement dated as of April 1, 2004 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule A dated September 1, 2004 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor eight (8) Covered Hopper Railcars bearing reporting marks and numbers indicated on Exhibit A1 hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

<b>LESSOR: FirstMerit Leasing Company</b>	<b>LESSEE: The Andersons, Inc.</b>
106 South Main Street	480 West Dussell Drive
Akron, Ohio 44308	Maumee, Ohio 43537

By: Kevin L. Rinehart

By: Gary Smith

Name: Kevin L. Rinehart

Name: Gary Smith

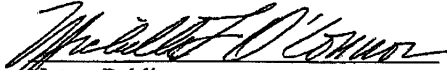
Title: President

Its: Vice President, Finance & Treasurer

STATE OF OHIO  
COUNTY OF: Summit

On this 1st day of September, 2004 before me personally appeared, Kevin Rinehart to me personally known, who being by me duly sworn, says that he is the President of **FirstMerit Leasing Company** an Ohio Corporation, that said instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the foregoing instrument was the free act and deed to said corporation.

(Seal)

  
Notary Public

My commission expires: Feb. 10, 2007


MICHELLE L. O'CONNOR, Notary Public  
Residence - Summit County  
State Wide Jurisdiction, Ohio  
My Commission Expires Feb. 10, 2007

STATE OF OHIO  
COUNTY OF Lucas

On this 1st day of September, 2004 before me personally appeared, Gary Smith to me personally known who being by me duly sworn says that he is the Vice President - Finance & Treasurer of **The Andersons, Inc.**, an Ohio corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



  
Notary Public

My commission expires: January 19, 2009

MARION R. EMCH  
Notary Public, State of Ohio  
Commission Expires 1-19-2009

**EXHIBIT A1**

Reference Master Equipment Lease dated April 1, 2004 and the related Schedule A dated September 1, 2004 between The Andersons, Inc. (Lessee) and FirstMerit Leasing Company (Lessor) and the related Bill of Sale dated September 1, 2004 between The Andersons, Inc. and FirstMerit Leasing Company. Also reference Assignment of Subleases (Non-Notification) and Memorandum of Rail Car Lease Agreement dated September 1, 2004.

Eight (8) A635 Covered Hopper Cars

**CAR NUMBERS**

BAEX	000185
BAEX	000189
BAEX	000193
BAEX	000194
BAEX	000195
BAEX	000199
BAEX	000201
BAEX	000202


HER INITIAL HERE

LS INITIAL HERE

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 30, 2004

A handwritten signature in cursive script, appearing to read "Edward M. Luria", written over a horizontal line.

Edward M. Luria